

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AN GLOBAL LLC,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

Objection Deadline: February 1, 2024 at 4:00 p.m. (ET)**Hearing Date: February 8, 2024 at 1:00 p.m. (ET)**

**FIRST QUARTERLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD SEPTEMBER 12, 2023 THROUGH NOVEMBER 30, 2023**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	September 12, 2023 by Order entered October 3, 2023
Period for which Compensation and Reimbursement is Sought:	September 12, 2023 – November 30, 2023
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$264,811.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$575.90

¹. The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number or registration number in the applicable jurisdiction, are: AN Global LLC (5504); AgileThought, Inc. (2509); 4th Source Holding Corp. (9629); 4th Source Mexico, LLC (7552); 4th Source, LLC (7626); AgileThought Brasil-Consultoria Em Tecnologia LTDA (01-42); AgileThought Brasil Servicos de Consultoria Em Software (01-20); AgileThought Costa Rica S.A. (6822); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AgileThought Servicios Administrativos, S.A. de C.V. (4AG1); AgileThought Servicios México S.A. de C.V. (8MY5); AgileThought, S.A.P.I. de C.V. (No Tax ID); AGS Alpama Global Services USA, LLC (0487); AN Data Intelligence, S.A. de C.V. (8I73); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); AN USA (5502); AN UX, S.A. de C.V. (7A42); Cuarto Origen, S. de R.L. de C.V. (0IQ9); Entrepids México, S.A. de C.V. (OCYA); Entrepids Technology Inc. (No Tax ID); Facultas Analytics, S.A.P.I. de C.V. (6G37); Faktos Inc., S.A.P.I. de C.V. (3LLA); IT Global Holding LLC (8776); and QMX Investment Holdings USA, Inc. (9707); AgileThought Argentina, S.A. (No Tax ID); AGS Alpama Global Services México, S.A. de C.V. (No Tax ID); and Tarnow Investment, S.L. (No Tax ID). The Debtors' headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, Texas 75039.

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Rates are Higher than those Approved or Disclosed at Retention? Yes___ No <u>x</u> If yes, Total Compensation Sought Using Rates Disclosed in Retention Application:	As disclosed in its retention application the Firm's standard hourly rates are subject to periodic adjustment. The actual rates charged are disclosed herein and in the attached invoices
Compensation Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but not yet Allowed:	\$0.00
Number of Professionals Included in this Application:	7
If Applicable, Number of Professionals in this Application not Included in Staffing Plan Approved by the Client:	N/A
If Applicable, Difference Between Fees Budgeted and Compensation Sought for this Period:	N/A
Number of Professionals Billing Fewer than 15 Hours to the Case During this Period:	4

This is a(n): ☐ monthly ☒ interim ☐ final application.

The total time expended for preparation of this monthly fee application is approximately 2.00 hours and the corresponding compensation requested is approximately \$2,000.00.

PRIOR MONTHLY APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12.15.23	09.12.23 – 10.31.23	\$22,779.50	\$553.60	\$22,779.50	\$553.60
01.12.24	11.01.23 – 11.30.23	\$44,032.00	\$22.30	Pending	Pending

PSZJ PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Feinstein, Robert J.	Partner, 1982	\$1,695.00	12.30	\$20,848.50
Sandler, Bradford J.	Partner, 1996	\$1,595.00	54.00	\$86,130.00
Litvak, Maxim B.	Partner, 1997	\$1,445.00	18.50	\$26,732.50

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Bomrind, Zev M.	Partner, 1997	\$1,295.00	4.40	\$ 5,698.00
Robinson, Colin R.	Counsel, 1997	\$1,095.00	52.10	\$57,049.50
Brandt, Gina F.	Counsel, 1976	\$1,050.00	1.90	\$ 1,995.00
Mackle, Cia H.	Counsel, 2006	\$925.00	42.60	\$39,405.00
Sandler, Bradford J.	Partner, 1996	\$797.50	5.00	\$ 3,987.50
Corma, Edward A.	Associate, 2108	\$725.00	13.50	\$ 9,787.50
Jeffries, Patricia J.	Paralegal	\$545.00	12.20	\$ 6,649.00
Petras, Lisa	Paralegal	\$545.00	1.00	\$ 545.00
Yee, Karina K.	Paralegal	\$545.00	0.70	\$ 381.50
Mackle, Cia H.	Counsel, 2006	\$462.50	10.00	\$ 4,625.00
Bouzoukis, Charles J.	Case Management Assistant	\$425.00	1.50	\$ 637.50
Paul, Andrea R.	Case Management Assistant	\$425.00	0.80	\$ 340.00

Grand Total: \$264,811.50
Total Hours: 230.50
Blended Rate: \$1,148.86

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Asset Disposition	23.20	\$32,337.00
Bankruptcy Litigation	5.20	\$ 4,919.00
Case Administration	23.60	\$20,481.50
Claims Administration and Objections	4.30	\$ 5,608.50
Contract and Lease Matters	1.90	\$ 2,480.50
Financial Filings	0.90	\$ 1,435.50
Financing/Cash Collateral/Cash Management	74.20	\$99,575.00
First/Second Day Matters	24.50	\$29,519.50
General Creditors' Committee	24.10	\$24,796.50
Hearings	17.60	\$18,276.00
Litigation (Non-Bankruptcy)	0.10	\$ 159.50
Meetings of and Communications with Creditors	1.80	\$ 1,601.00
Non-Working Travel	15.00	\$ 8,612.50

Project Categories	Total Hours	Total Fees
Other Professional Compensation	0.90	\$ 1,435.50
Other Professional Retention	4.90	\$ 5,206.50
PSZJ Compensation	1.10	\$ 675.50
PSZJ Retention	5.90	\$ 5,488.50
Tax Issues	1.30	\$ 2,203.50
Total	230.50	\$264,811.50

EXPENSE SUMMARY

Expense Category	Service Provider² (if applicable)	Total Expenses
Court Fees	USDC, DE	\$ 25.00
Out of Town Travel	Amtrak	\$501.00
Pacer – Court Research		\$ 5.60
Reproduction Expense		\$ 22.00
Reproduction/ Scan Copy		\$ 22.30
Total		\$ 575.90

² PSZJ may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

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REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD SEPTEMBER 12, 2023 THROUGH NOVEMBER 30, 2023**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “Bankruptcy Rules”), and the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals*, entered on October 3, 2023 [Docket No. 169] (the “Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), counsel for the Official Committee of Unsecured Creditors (the “Committee”), hereby submits its *First Quarterly Application for Compensation and for Reimbursement of Expenses for the Period from September 12, 2023 through November 30, 2023* (the “Application”).

¹. The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number or registration number in the applicable jurisdiction, are: AN Global LLC (5504); AgileThought, Inc. (2509); 4th Source Holding Corp. (9629); 4th Source Mexico, LLC (7552); 4th Source, LLC (7626); AgileThought Brasil-Consultoria Em Tecnologia LTDA (01-42); AgileThought Brasil Servicos de Consultoria Em Software (01-20); AgileThought Costa Rica S.A. (6822); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AgileThought Servicios Administrativos, S.A. de C.V. (4AG1); AgileThought Servicios México S.A. de C.V. (8MY5); AgileThought, S.A.P.I. de C.V. (No Tax ID); AGS Alpama Global Services USA, LLC (0487); AN Data Intelligence, S.A. de C.V. (8I73); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); AN USA (5502); AN UX, S.A. de C.V. (7A42); Cuarto Origen, S. de R.L. de C.V. (0IQ9); Entrepids México, S.A. de C.V. (OCYA); Entrepids Technology Inc. (No Tax ID); Facultas Analytics, S.A.P.I. de C.V. (6G37); Faktos Inc., S.A.P.I. de C.V. (3LLA); IT Global Holding LLC (8776); and QMX Investment Holdings USA, Inc. (9707); AgileThought Argentina, S.A. (No Tax ID); AGS Alpama Global Services México, S.A. de C.V. (No Tax ID); and Tarnow Investment, S.L. (No Tax ID). The Debtors’ headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, Texas 75039.

By this Application PSZJ seeks an interim allowance of compensation in the amount of \$264,811.50 and actual and necessary expenses in the amount of \$575.90 for a total allowance of \$265,387.40 and payment of the unpaid amount of such fees and expenses for the period September 12, 2023 through November 30, 2023 (the “Interim Period”). In support of this Application, PSZJ respectfully represents as follows:

Background

1. On August 28, August 29, November 1, October 6, and December 28, 2023 (collectively, the “Petition Date”), AN Global LLC, AgileThought, Inc., and affiliated Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in this chapter 11 case.

2. On September 7, 2023, the Office of the United States Trustee established the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code, which currently is comprised of the following three members: (i) Korn Ferry, (ii) LinkX S.A. de C.V., and (iii) AT Holdings Group LLC. *See* Docket No. 88.

3. On October 3, 2023, the Court signed the Administrative Order, authorizing certain professionals (“Professionals”) to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty (20) days after service of the monthly fee application the

Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning with the period November 30, 2023, and at three-month intervals or such other intervals convenient to the Court, each Professional shall file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

4. The retention of PSZJ, as counsel to the Committee, was approved effective as of September 12, 2023, by this Court's *Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors, Effective as of September 12, 2023* [Docket No. 397] (the "Retention Order"). The Retention Order authorized PSZJ to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

PSZJ'S APPLICATION FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES

Compensation Paid and Its Source

5. The monthly fee applications (the "Monthly Fee Applications") for the period September 12, 2023 through November 30, 2023 of PSZJ have been filed and served pursuant to the Administrative Order.

6. On December 15, 2023, PSZJ filed its *First Monthly Application for Compensation and Reimbursement of Expenses for the Period of September 12, 2023 through October 31, 2023* [Docket No. 527] (the "First Monthly Fee Application") requesting \$220,779.50 in fees and \$553.60 in expenses. PSZJ has not yet received payment on account of the First Monthly Fee

Application. A true and correct copy of the First Monthly Fee Application is attached hereto as **Exhibit F**.

7. On January 16, 2024, PSZJ filed its *Second Monthly Application for Compensation and for Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP as Counsel for the Official Committee of Unsecured Creditors for the Period from November 1, 2022 through November 30, 2022* [Docket No. 631] (the “Second Monthly Fee Application”) requesting \$44,032.00 in fees and \$22.30 in expenses. The deadline to object to the Second Monthly Fee Application is currently set for February 1, 2024. A true and correct copy of the Second Monthly Fee Application is attached hereto as **Exhibit G**.

8. The Monthly Fee Applications covered by this Application contain detailed daily time logs describing the actual and necessary services provided by PSZJ during the periods covered by such applications as well as other detailed information required to be included in fee applications.

Requested Relief

9. By this Application, PSZJ requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by PSZJ during the Interim Period of September 12, 2023 through November 30, 2023.

10. At all relevant times, PSZJ has not represented any party having an interest adverse to these cases.

11. All services for which PSZJ requests compensation were performed for or on behalf of the Committee. PSZJ has received no payment and no promises for payment from any source

other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZJ and any other person other than the partners of PSZJ for the sharing of compensation to be received for services rendered in these cases. PSZJ has not received a retainer in these cases.

12. The professional services and related expenses for which PSZJ requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with these cases in the discharge of PSZJ's professional responsibilities as attorneys for the Committee in this chapter 11 case. PSZJ's services have been necessary and beneficial to the Committee, the Debtor and its estate, the creditors and other parties in interest.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZJ is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, PSZJ has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

WHEREFORE, PSZJ respectfully requests that the Court enter an order, in the form attached hereto, providing that an interim allowance be made to PSZJ for the period from September 12, 2023 through November 30, 2023 in the sum of \$264,811.50, as compensation for necessary professional services rendered, and the sum of \$575.90, for reimbursement of actual necessary costs and expenses, for a total of \$265,387.40; that the Debtors be authorized and

directed to pay to PSZJ the outstanding amount of such sums; and for such other and further relief as may be just and proper.

Dated: January 16, 2024

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

Bradford J. Sandler (DE Bar No. 4142)

Colin R. Robinson (DE Bar No. 5524)

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*Counsel to the Official Committee of Unsecured
Creditors*

DECLARATION

STATE OF DELAWARE :
:
COUNTY OF NEW CASTLE :

Bradford J. Sandler, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and am admitted to appear before this Court.

b) I am familiar with many of the legal services rendered by Pachulski Stang Ziehl & Jones LLP as counsel to the Committee. Capitalized terms used in this Declaration have the same meanings ascribed in the *First Quarterly Application for Compensation and for Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP as Counsel for the Official Committee of Unsecured Creditors for the Period from September 12, 2023 through November 30, 2023* (the “Application”).

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Administrative Order signed on or about October 3, 2023 and submit that the Application substantially complies with such rule and order.

/s/ *Bradford J. Sandler*

Bradford J. Sandler